

**TIDEWATER UTILITIES, INC.
UNANIMOUS CONSENT OF THE DIRECTORS
PURSUANT TO SECTION 141 (F)
OF THE DELAWARE CORPORATION LAW**

The undersigned being all of the directors of Tidewater Utilities, Inc., a Delaware corporation ("TUI"), do hereby consent in writing to the adoption of the following resolutions, which shall have the same force and effect as if duly adopted at a meeting of the Board of Directors of TUI, duly called and held in accordance with law and the Bylaws of TUI on the date set forth below:

WHEREAS, the above named borrower ("Borrower"), under its articles of incorporation, bylaws, or other organizational documents has full power and authority to borrow money and to secure the same with its own property and property delivered to it for marketing or otherwise; and

WHEREAS, all prerequisite acts and proceedings preliminary to the adoption of this Resolution have been taken and done in due and proper form, time and manner;

NOW, THEREFORE, BE IT RESOLVED, that each of the following officers or positions (line out any not to be authorized under this Resolution) President, Vice President, Chairman, Treasurer, and Secretary ("Officers") of the Borrower are jointly and severally authorized and empowered to obtain for and on behalf of the Borrower from time to time, from the Delaware Drinking Water State Revolving Fund ("Delaware SRF"), a loan or loans or other financial accommodations (including, without limitation, letters of credit, note purchase agreements and bankers acceptances) (collectively, a "Loan") under this Resolution; and for such purposes: (1) to execute such application or applications (including exhibits, amendments and/or supplements thereto) as may be required for all borrowings; (2) to obligate the Borrower to pay such rate or rates of interest as the Officers so acting shall deem proper in conformance with the requirements of the Delaware SRF; (3) to obligate the Borrower to such other terms and conditions as the Officers so acting shall deem proper to conform to the requirements of the Delaware SRF; (4) to execute and deliver to the Delaware SRF or its nominee all such written loan agreements, documents and instruments as may be required by the Delaware SRF in regard to or as evidence of any Loan made pursuant to the terms of this Resolution; (5) to pledge, grant a security interest or lien in, or assign property of the Borrower or property of others on which it is entitled to borrow, of any kind and in any amount as security for any or all obligations (past, present and/or future) of the Borrower to the Delaware SRF; (6) from time to time extend, amend, renew or refinance any such Loan as may be permitted by the Delaware SRF; and (7) to reborrow from time to time, subject to the provisions of this Resolution, all or any part of the amounts repaid to the Delaware SRF on any Loan made pursuant hereto in conformance with the requirements of the Delaware SRF.

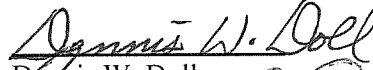
RESOLVED FURTHER, That each of the Officers are hereby jointly and severally authorized and directed to do and/or cause to be done, from time to time, all things which may be necessary and/or proper for the carrying out of the terms of these Resolutions.

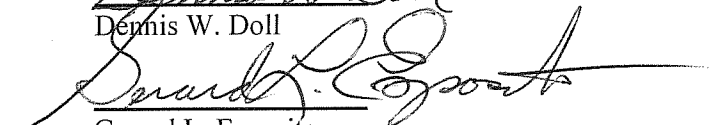
RESOLVED FURTHER, That all prior acts by the Officers or other employees or agents of the Borrower to accomplish the purposes of these Resolutions are hereby approved and ratified.


RESOLVED FURTHER, That these Resolutions shall remain in full force and effect until a certified copy of a duly adopted resolution effecting a revocation or amendment, as the case may be, shall have been received by the Delaware SRF. The authority hereby granted shall apply with equal force and effect to the successors in office of the Officers herein named.

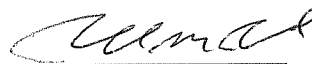
RESOLVED FURTHER, That the Secretary or any Assistant Secretary of the Borrower is hereby authorized and directed to certify to the Delaware SRF a copy of these Resolutions, the names and specimen signatures of the present Officers above referred to, and if and when any change is made in the personnel of any said Officers, the fact of such change and the name and specimen signatures of the new Officers. The Delaware SRF shall be entitled to rely on any such certification until a new certification is actually received by the Delaware SRF.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors as of November 24, 2015.


Dennis W. Doll


Gerard L. Esposito


A. Bruce O'Connor


Richard M. Risoldi